

APR 20 '11 -6 00 PM

~~SURFACE TRANSPORTATION BOARD~~



Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

April 20, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease dated April 15, 2011 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Alabama Power Company
600 North 18th Street
Birmingham, AL 35291

A description of the railroad equipment covered by the enclosed document is:

130 autoflood coal hoppers: JHMX 4001 - JHMX 4130.

This filing is to appear in the index as follows: Memorandum of Lease.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Contract Administrator/Paralegal

Enclosure

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF NET LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**ALABAMA POWER COMPANY
("LESSEE")**

April 15, 2011

This Memorandum of Net Lease Agreement is made and entered into as of April 15, 2011 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company ("**Lessor**"), and Alabama Power Company, an Alabama corporation ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred thirty (130) 2004 FreightCar America built Autoflood III Railcars bearing marks and numbers as follows pursuant to a Net Lease Agreement and related Schedule between the parties hereto:

JHMX 4001 – JHMX 4130 inclusive.

2. The Net Lease Agreement and related Schedule shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Net Lease Agreement and related Schedule.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

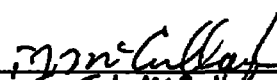
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: John O'Bryan
Title: President

LESSEE:

ALABAMA POWER COMPANY

By: 
Print Name: T.J. McCullough
Title: VP

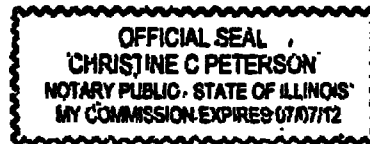
STATE OF ILLINOIS

COUNTY OF COOK

On this 19th day of April, 2011, before me personally appeared John O'Bryan to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF Alabama

COUNTY OF Jefferson

On this 15th day of April, 2011, before me personally appeared TJ McCullough to me personally known, who being by me duly sworn, says that he is the vp of Alabama Power Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Kathleen Storch
NOTARY PUBLIC

My commission expires:

MY COMMISSION EXPIRES
OCTOBER 17, 2011